

**BYLAWS
OF
UTAH VALLEY UNIVERSITY**

**ARTICLE I
OFFICES**

The principal office of the Utah Valley University (the “University”) in the State of Utah shall be located in Utah County. The Board of Trustees of the University (the “Governing Board”) may change the location of the principal office of the University and may, from time to time, designate other offices within or outside the State of Utah as the business of the University may require. The office of any registered agent of the University shall be identical with the principal office of the University in the State of Utah.

**ARTICLE II
PURPOSES**

The purpose of the University is to act and operate as a state institution of higher education and as a body politic and corporate organized under Title 53B of the laws of the State of Utah governing the state system of higher education (the “Act”), subject to oversight by the State Board of Regents, the State Auditor, and the State Legislature. Furthermore, the University is to act and operate exclusively for educational, charitable, or scientific purposes as described in the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code, as amended, or the corresponding provisions of any future U.S. Internal Revenue law (the “Code”). The University shall operate exclusively as an educational institution for the sole benefit of the public purposes of the State of Utah and shall not engage in operations or activities which are beyond or not in furtherance of the purposes described in Section 501(c)(3) of the Code or in the Act. The University shall operate consistently with all of the purposes described herein and shall qualify as a state institution of higher education at all times under the Act and the provisions of Code Section 501(c)(3).

**ARTICLE III
POWERS**

Exclusively in furtherance of such purposes, by way of illustration and not by limitation, the University may rent or own real and personal property necessary or appropriate for the rendering of said services, invest its funds in real estate, intellectual property, mortgages, stocks, bonds and other types of investments; do each and every thing necessary, suitable, or proper for accomplishment of any of the educational, charitable, and scientific purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection of the University within its exclusively educational, charitable, and scientific purposes; and to carry on any other lawful business whatsoever which is calculated exclusively, directly or indirectly, to promote the educational, charitable, and scientific purposes and interests of the University or, for such purposes, to enhance the value of its properties, and which is authorized by the Act.

The foregoing shall be construed both as objects and powers, but no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that all other lawful purposes not inconsistent with the exclusively educational, charitable, and scientific purposes of the University are hereby included.

**ARTICLE IV
MEMBERS**

The University shall have no members.

**ARTICLE V
GOVERNING BOARD**

1. Number and Qualifications. As provided under Section 53B-2-104 of the Act, the number of voting members of the Trustees on the Governing Board of the University shall be ten (10) persons, all of whom shall be of age eighteen (18) years or older, eight (8) of whom shall be appointed by the Governor and approved by the Senate of the State of Utah, and two (2) of whom shall become Trustees by virtue of their position: the president of the University's alumni association and the president of the University's associated students. Trustees must be residents of the State of Utah. The Governor shall appoint and the Senate shall approve only candidates who are not "disqualified persons," as defined in Section 4946 of the Internal Revenue Code (other than Foundation managers), to assure that the University is not controlled, directly or indirectly, by one or more such "disqualified persons," but rather is responsive only to the State of Utah. The appointed Trustees shall be representative of the interests of business, industry, and labor. Additionally, the current chair of the UVU Foundation shall be a non-voting member of the Board of Trustees.

2. Term of Service. Four (4) of the eight (8) appointed members of the Governing Board shall be appointed during each odd-numbered year to four-year terms commencing on July 1 of the year of appointment. Vacancies occurring before the expiration of a term will be filled by appointment for the remainder of the unexpired term. An appointed member holds office until a successor is appointed and qualified. Ex officio members serve for the same period as they serve as presidents and until their successors have qualified.

3. Duties and Powers. In accordance with Section 53B-2-103 of the Act, the Governing Board may act on behalf of the University in performing duties, responsibilities, and functions as may be specifically authorized by law, and delegated to the Governing Board by the Utah State Board of Regents. The Governing Board is a policy making body, while the University administration, under the direction of the President of the University, establishes rules and regulations to carry out all such policies and controls and manages the affairs and business of the University. The Trustees shall in all cases act as a Governing Board, regularly convened, and, in the transaction of business, the act of a majority of the Trustees present at a meeting, except as otherwise provided by law, shall be the act of the Governing Board, provided a quorum is present. The Trustees may adopt such rules and regulations for the conduct of their meetings and the management of the University, as they may deem proper, not inconsistent with law or these Bylaws. The Governing Board has the following powers and duties:

- a. To facilitate communication between the University and the community;
- b. To assist in planning, implementing, and executing fund raising and development projects aimed at supplementing University appropriations;
- c. To perpetuate and strengthen alumni and community identification with the University's tradition and goals;
- d. To select recipients of honorary degrees;
- e. To approve institutional processes, as prescribed by the President of the University, pursuant to the authority established in Section 53B-2-106(1) and (2), including:
 - 1) faculty, student, and employee organizations, rules and regulations,
 - 2) instruction, examination, admission, and classification of students, and
 - 3) the necessary and proper exercise of powers and authority not specifically denied to the University, its administration, faculty, or students by the Board of Regents or by law;
- f. To approve all candidates for earned degrees and diplomas as recommended by the President of the University and the faculty, as authorized by the Board of Regents;
- g. To monitor, review, and report, as appropriate, specific delegated areas of responsibility as set forth by the Board of Regents.

4. Conflict of Interest. Trustees must comply with all state laws, with particular attention to those that govern conflicts of interest and their service as public officials, including *Utah Procurement Code* and *Utah Public Officers' and Employees' Ethics Act*. Trustees who are officers, directors, employees, or who are owners of a substantial interest in any business entity that is or may be involved in any transaction with UVU shall disclose such facts in a sworn disclosure statement before participating in their official capacities with respect to any such transactions and annually thereafter. ("Substantial interest" means the ownership, either legally or equitably, by a Trustee, the Trustee's spouse, or the Trustee's minor children, of at least 5% of the outstanding capital stock of a corporation or a 5% in interest in any other business entity.) Trustees shall recuse themselves from the discussion and vote on a matter that involves any business entity as to which they are officers, directors, or employees or in which they own a substantial interest. Trustees shall not receive or agree to receive compensation for assisting any person or business entity in any transaction involving a Utah state agency, including UVU, without first disclosing such facts in a sworn, written disclosure statement. This disclosure statement must be made in writing and under oath and be submitted to the Board Secretary.

The disclosure statement must be submitted before the Trustee participates in his or her official capacity with respect to such transactions or within 30 days of the adoption of this Bylaw and annually thereafter. The Trustee shall submit another disclosure statement whenever his or her position or ownership interest in a business entity changes significantly. The Board Secretary shall then file the disclosure statement with the following offices as appropriate:

- a. UVU Compliance Office
- b. UVU Office of the President
- c. The State Attorney General's Office

The submitted disclosure statements will be reviewed by the Trustee Executive Committee. The disclosure statement is public information and shall be available for examination by the public. Trustees shall not use or attempt to use their official positions to further substantially their personal economic interest or to secure special privileges or exemptions for themselves or others. The minutes of the Board of Trustees meetings and all committees with Board delegated powers shall contain the names of those Trustees who abstain from participation in their official Trustee capacities in transactions involving business entities where they have a position or own a substantial interest.

5. Place of Governing Board Meetings. Governing Board meetings of the University shall be held at the principal office of the University or at such other suitable place convenient to the Trustees within the State of Utah, whether for any annual meeting or special meeting of the Trustees called by the Governing Board.

6. Regular Meetings. Regular meetings of the Governing Board for the transaction of business as may properly come before the Governing Board shall be held monthly, or at such intervals as the Governing Board or chair determines. Regular meetings shall be held at the principal office of the University in Utah County, State of Utah, or at such other place within the State of Utah as shall be set forth in the notice of the meeting.

7. Special Meetings. Special meetings of the Governing Board may be authorized by the chair, the Executive Committee, or three members of the Governing Board.

8. Notice of Meetings. The Utah Open and Public Meetings Act shall govern public notices of the regular and special meetings and executive sessions of the Governing Board. The person or persons authorized to call regular or special meetings of the Governing Board may fix any place within the State of Utah, as the place for holding any such special meeting of the Governing Board. The Secretary or his/her designee is to notify each Board member of any meeting of the Governing Board. Notice of all regular and special meetings of the Governing Board shall be served upon each Trustee in person by mail and e-mail addressed to him or her at his or her last known post office and e-mail address, at least one week prior to the date of such meeting, specifying the time and place of the meeting and enclosing a copy of the agenda indicating the nature of the business to be transacted thereat. Mailed notice shall be deemed to be delivered when deposited in the United States mail so addressed with the postage prepaid thereon. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, provided such objection is made by such Trustee at the beginning of the meeting.

9. Quorum. Meetings of the Governing Board and its committees shall be conducted according to Robert's Rules of Order. At any meeting of the Governing Board, the presence in person of six (6) members of the Governing Board shall be necessary to constitute a quorum for the transaction of business. A quorum of any committee shall consist of a majority of its members. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later, without further notice. Alternatively, if a quorum is not present at any meeting of the Governing Board or committee, the members present are authorized to proceed with the meeting, but any action taken must be ratified by a quorum in a subsequent meeting before it becomes the act of the Governing Board or a committee. The Trustees may participate in a meeting of the Governing Board by means of telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at the meeting.

10. Voting. At all meetings of the Governing Board each Trustee shall have one (1) vote. All matters submitted to the Governing Board for its approval shall be decided by majority vote of those in attendance. Proxy or absentee voting shall not be permitted at any meetings of the Governing Board or its committees.

11. Reimbursements. Pursuant to Section 53B-2-104(9), by resolution of the Governing Board the Trustees may be

paid their expenses, if any, and per diem of attendance at each meeting of the Governing Board.

12. Resignation. Any Trustee may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

ARTICLE VI OFFICERS OF THE GOVERNING BOARD

1. Officers and Qualifications. The officers of the Governing Board of the University shall be at a minimum a chair, a first vice chair and a second vice chair.
2. Election and Appointment of Officers. At the last Trustee meeting of the term of each odd numbered year, the Governing Board shall elect the chair and the first and second vice chair and, upon the recommendation of the president of the University, shall appoint the secretary for the upcoming two-year term. The secretary may or may not be a member of the Governing Board. The chair and vice chair shall be elected pursuant to the following procedures:
 - a. The incumbent chair shall appoint a nomination committee consisting of members of the Governing Board and President's Cabinet. President of the University and the Presidential Cabinet will be provided opportunity to provide input on trustee leadership.
 - b. The nomination committee shall prepare a recommendation for the office of chair and first and second vice chair to be submitted to the full Governing Board for the meeting at which the election shall occur.
 - c. The incumbent chair shall ask the Board if there are additional nominations for these offices.
 - d. When the nomination process is complete, the incumbent chair shall call for a vote for the new chair. Ballots will be provided each member of the Governing Board.
 - e. When the votes are tabulated, the secretary will announce the name of the newly elected chair. The new chair shall then preside and call for a vote for the office of first and second vice chair, and the voting will proceed as it did for the chair.
3. Term of Office and Resignation or Removal. Officers shall serve for terms of two years or until their successors are elected and qualified. An officer may resign at any time by giving written notice to the Governing Board. An officer elected or appointed by the Governing Board may be removed, either with or without cause, by the vote of a majority of the Governing Board whenever, in the Governing Board's judgment, the best interests of the University would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Chair and vice chair generally serve for one term, but may serve two terms as ratified by the full Board.
4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Governing Board for the unexpired portion of the term of such office.
5. Duties of Officers. The duties and powers of the officers of the Governing Board shall be as follows and as shall hereafter be set by resolution of the Governing Board:
 - a. The chair shall preside at all meetings of the Governing Board and, as directed by the Board, shall have such duties and responsibilities as are assigned by the Governing Board;
 - b. The vice chair shall have such duties as are assigned by the chair and shall preside at Governing Board meetings in the absence of the chair; either the first vice chair or the second vice chair will serve concurrently as Audit Committee Chair as assigned by the chair; and
 - c. The secretary shall keep minutes of all meetings, and shall perform such other duties as the Governing Board may direct. The secretary is authorized to delegate the taking, transcribing, and custody of minutes for meetings of the Governing Board. The Governing Board is authorized to remove any person so delegated at any time.

ARTICLE VII COMMITTEES

The Executive Committee is the only standing committee of the Governing Board and is comprised of three voting members, the chair, and the first and second vice chair. The Executive Committee shall meet upon call of the

chair and shall have full authority of the Governing Board to act upon routine matters during the interim period between meetings of the Governing Board. The Executive Committee may act on non-routine matters only under extraordinary and emergency circumstances. The Executive Committee shall report its activities to the Governing Board at its next regular meeting following any action taken.

- a. In addition to an Executive Committee, the Governing Board may establish and dissolve such other committees as the Board may determine appropriate, with members, powers, terms and responsibilities as seem necessary and convenient. Committees of the Governing Board, with the exception of the Executive Committee, are advisory only.
- b. The Executive Committee, subject to the Governing Board's approval, shall recommend the appointment of members of each committee from among the members of the Governing Board, and shall recommend one such member to serve as chair. Committee members and chair shall hold membership on the committee for a term of one year or until a successor has been duly appointed or until resignation or removal.
- c. Each committee is authorized to meet at such times and places and upon such notice as the committee determines. Committee shall keep records of their proceedings and report such proceedings to the Governing Board.
- d. Committee member may resign at any time by notifying either the chair of the Governing Board or the chair of the committee. Unless otherwise specified, the resignation shall take place immediately.

ARTICLE VIII PUBLIC INFORMATION

The chair is the only member of the Governing Board authorized to make official pronouncements for the Governing Board or its committees. The president of the University is authorized to speak for the Governing Board on policy matters, which the Governing Board has approved, and on administrative matters. The president of the University, or his designee, may issue such news releases, general information and other communications regarding administration of the University as will serve its interests. All such releases shall be consistent with policies and practices of the Utah State Board of Regents and the Governing Board. When others from the University make public comments concerning the University, all such statements shall be clarified as unofficial or personal opinion.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Governing Board of the University under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X DIVIDENDS

The Governing Board may not declare any dividends.

ARTICLE XI DISPOSITION OF EARNINGS

No part of the net earnings of the University shall inure to the benefit of, or be distributable to its Trustees, officers, or any other private persons, except that the University shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and powers set forth in Articles I and II hereof. No substantial part of the activities of the University shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as is otherwise provided in Code Section 501(h), and the University shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the University shall not carry on any other activities not permitted to be carried on by an organization

(a) exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, (b) contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code, or (c) which is an educational institution of higher learning under Title 53B of the Act.

**ARTICLE XII
DISPOSITION UPON DISSOLUTION**

In accordance with Section 53B-20-101 of the Act, upon the dissolution of the University, the Governing Board shall, after paying or making provision for the payment of all of the University's liabilities, distribute all of its assets exclusively to the State of Utah for its public purposes. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the University is then located, exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII
AMENDMENTS**

These Bylaws may be amended, altered, repealed or added to by the affirmative vote of a majority of the Trustees on the Governing Board at any regular or special meeting called for that purpose, provided that a written notice of such meeting shall have been sent to each member as required by these Bylaws, which notice shall state the amendments, alterations, additions or other changes which are proposed to be made in such Bylaws. Proposed amendments shall be distributed to the full Governing Board at its regular meeting preceding the meeting at which action is anticipated. Only such changes shall be made as have been specified in the notice. These Bylaws may not be altered, amended, repealed or new Bylaws created in any manner inconsistent with the purposes and powers stated in Articles II and III of these Bylaws or with the provisions of Articles X, XI, and XII of these Bylaws.

DATED this 10th day of September, 2015.

TRUSTEES OF THE GOVERNING BOARD:

Karen Acerson
Curtis B. Blair
Taran K. Chun
James N. Clarke
Elaine S. Dalton
Anne-Marie W. Lampropoulos
Jack W. Sunderlage
Dylan Swarts
Jill Taylor
R. Duff Thompson